

NEW NUMBER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
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JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN OHIO  
\* ALSO ADMITTED IN MARYLAND

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INTERSTATE COMMERCE COMMISSION December 15, 1988

DEC 15 1988 12-45 PM

8-3504018

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

REC-1425  
DEC 15 1988  
FEE \$ 13.00

Dear Ms. McGee:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed copies of a Memorandum of Lease Agreement dated as of October 3, 1988, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) Gunderson-manufactured five-unit, well-type, 125-ton truck articulated double stack cars with 48-foot wells in the intermediate platforms, bearing reporting marks and numbers SP 513370 through SP 513389, both inclusive.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Counterpart - Cf. Handle

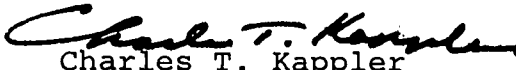
Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
December 15, 1988  
Page Two

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of October 3, 1988 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, covering 20 articulated double stack cars marked and numbered SP 513370 - SP 513389.

Very truly yours,

  
Charles T. Kappler

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

12/15/88

Charles T. Kappler  
Alvord & Alvord  
918 16th Street N.W.  
Washington, D.C. 20006

Dear  
Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/15/88 at 12:45PM, and assigned recordation number(s). 16072

Sincerely yours,

*Narta L. McLee*  
Secretary

Enclosure(s)

INTERSTATE COMMERCE COMMISSION

DEC 15 1988 12-45 PM

RECORDATION NO. ~~1-6073~~ 1425

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MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

OCTOBER 3, 1988

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INTERSTATE COMMERCE COMMISSION

DEC 15 1988 12:45 PM  
1 6072

Memorandum of a Lease Agreement made and entered into as of October 3, 1988 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation, ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) Gunderson-manufactured five-unit, well-type, 125-ton truck, articulated double stack cars with 48-foot wells in the intermediate platforms numbered and marked as follows:  
SP 513370 - SP 513389.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

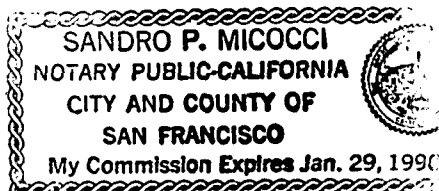
GREENBRIER LEASING CORPORATION

By: Norris M. Webb, V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: Andrew Foy  
Art Gene Page Intermodal

L10581.1



STATE OF OREGON                     )  
  )  
COUNTY OF CLACKAMAS            )

On this 5th day of October, 1988, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Garret E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF CALIFORNIA               )  
  )  
COUNTY OF SAN FRANCISCO       )

On this 6<sup>TH</sup> day of DECEMBER 1988, before me personally appeared ANDREW FOX, to me personally known, who being by me duly sworn, says that he is ASST GEN. MGR. INTERMODAL of Southern Pacific Transportation Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

James Amicci  
NOTARY PUBLIC

My commission expires:  
JAN 29, 1990